

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re:	§	Chapter 11
	§	
ALTA MESA RESOURCES, INC., <i>et al.</i> ,	§	Case No. 19-35133 (MI)
	§	
Debtors. <sup>1</sup>	§	Jointly Administered
	§	
	§	

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**DEBTORS' AGENDA OF MATTERS SET FOR  
NOVEMBER 21, 2019 at 10:00 A.M.**

TO THE HONORABLE MARVIN ISGUR:

The above-referenced debtors and debtors in possession (collectively, the "Debtors") file this Agenda of Matters Set for November 21, 2019 at 10:00 a.m.:

**A. Main Case**

1. Debtors' Emergency Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Utilize Cash Collateral; (II) Granting Adequate Protection to Prepetition Secured Parties; (III) Modifying the Automatic Stay; and (IV) Granting Related Relief [Docket No. 15].

**Status:** The Debtors and the Secured Lenders have agreed on the form of a final cash collateral order and budget. The Official Committee of Unsecured Creditors' objection has not been resolved. This matter will be going forward.

**Related Documents:**

- Declaration of John C. Regan, Chief Financial Officer of the Debtors, in Support of Chapter 11 Petitions and First Day Pleadings [Docket No. 16].
- Declaration of Robert Albergotti in Support of Debtors' Emergency Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Utilize Cash

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<sup>1</sup> The Debtors in these chapter 11 cases and the last four digits of their federal tax identification numbers are as follows: Alta Mesa Resources, Inc. (3840); Alta Mesa Holdings, LP (5150); Alta Mesa Holdings GP, LLC (0642); OEM GP, LLC (0958); Alta Mesa Finance Services Corp. (5673); Alta Mesa Services, LP (7295); and Oklahoma Energy Acquisitions, LP (3762). The location of the Debtors' corporate headquarters and service address is 15021 Katy Freeway, 4th Floor, Houston, Texas 77094.

Collateral; (II) Granting Adequate Protection to Prepetition Secured Parties; (III) Modifying the Automatic Stay; and (IV) Granting Related Relief. [Docket No. 40].

- Declaration of Kevin Cofsky in Support of Debtors' Emergency Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Utilize Cash Collateral; (II) Granting Adequate Protection to Prepetition Secured Parties; (III) Modifying the Automatic Stay; and (IV) Granting Related Relief. [Docket No. 41].
- Interim Order Under Bankruptcy Code Sections 105(a), 361, 362, 363, 503, and 507, Bankruptcy Rules 4001 and 9014, and Complex Case Rules (I) Authorizing Debtors to use Cash Collateral; (II) Granting Adequate Protection to Prepetition Secured Parties; (III) Modifying Automatic Stay; and (IV) Granting Related Relief [Docket No. 63].
- Second Interim Order Under Bankruptcy Code Sections 105(a), 361, 362, 363, 503, and 507, Bankruptcy Rules 4001 and 9014, and Complex Case Rules (I) Authorizing Debtors to use Cash Collateral; (II) Granting Adequate Protection to Prepetition Secured Parties; (III) Modifying Automatic Stay; and (IV) Granting Related Relief [Docket No. 308].
- Notice of Final Hearing on Debtors' Emergency Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Utilize Cash Collateral; (II) Granting Adequate Protection to Prepetition Secured Parties; (III) Modifying the Automatic Stay; and (IV) Granting Related Relief [Docket No. 321].
- Affidavit re Mailing for the Period from October 7, 2019 through October 13, 2019 [Docket No. 363].
- Third Interim Order Under Bankruptcy Code Sections 105(a), 361, 362, 363, 503, and 507, Bankruptcy Rules 4001 and 9014, and Complex Case Rules (I) Authorizing Debtors to use Cash Collateral; (II) Granting Adequate Protection to Prepetition Secured Parties; (III) Modifying Automatic Stay; and (IV) Granting Related Relief [Docket No. 481].
- Notice of Hearing on Debtors' Emergency Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Utilize Cash Collateral; (II) Granting Adequate Protection to Prepetition Secured Parties; (III) Modifying the Automatic Stay; and (IV) Granting Related Relief [Docket No. 484].
- Affidavit re Mailings for the Period from November 4, 2019 though November 10, 2019 [Docket No. 528].
- Proposed Final Order Under Bankruptcy Code Sections 105(a), 361, 362, 363, 503, and 507, Bankruptcy Rules 4001 and 9014, and Complex Case Rules (I) Authorizing Debtors to use Cash Collateral; (II) Granting Adequate Protection to Prepetition Secured Parties; (III) Modifying Automatic Stay; and (IV) Granting Related Relief [Docket No. 534].

- Notice of Filing Redline of Final Order Under Bankruptcy Code Sections 105(a), 361, 362, 363, 503, and 507, Bankruptcy Rules 4001 and 9014, and Complex Case Rules (I) Authorizing Debtors to use Cash Collateral; (II) Granting Adequate Protection to Prepetition Secured Parties; (III) Modifying Automatic Stay; and (IV) Granting Related Relief [Docket No. 540].

**Responses:**

- Administrative Agent's Reservation of Rights and Limited Response to Debtors' Cash Collateral Motion [Docket No. 281].
- Objection of Official Committee of Unsecured Creditors to Debtors' (I) Cash Collateral Motion, and (II) Bidding Procedures Motion [Docket No. 286].
- Response of the Ad Hoc Noteholder Group and the Trustee to the Debtors' Cash Collateral Motion and Bidding Procedures Motion [Docket No. 296].
- Administrative Agent's Reservation of Rights and Limited Response to Debtors' Cash Collateral Motion [Docket No. 454].
- Supplemental Objection of Official Committee of Unsecured Creditors to Debtors' Cash Collateral Motion [Docket No. 455].

**B. *Alta Mesa Holdings, LP et al. v. Kingfisher Midstream, LLC, et al.*, Adversary No. 19-3609.**

2. Motion to Dismiss Amended Complaint for Lack of Subject-Matter Jurisdiction by Kingfisher Midstream, LLC, Oklahoma Produced Water Solutions, LLC, and SRII Opco, LP [Docket No. 93], and Motion to Dismiss for Lack of Subject-Matter Jurisdiction by Kingfisher Midstream, LLC, Oklahoma Produced Water Solutions, LLC, and SRII Opco, LP [Docket No. 52].

**Status:** Going forward.

**Related Documents and Responses:**

- Complaint [Docket No. 2].
  - Amended Complaint [Docket No. 82].
  - Plaintiffs' Opposition To Defendants' Motion To Dismiss Count I [Docket No. 104].
  - Defendants' Reply In Support Of Motion To Dismiss Count I Of Complaint For Lack of Subject-Matter Jurisdiction [Docket No. 120].
3. Plaintiffs' Opposed Emergency Motion For Leave To File Second Amended Complaint [Docket No. 96].

**Status:** Going forward.

**Related Documents and Responses:**

- Proposed Second Amended Complaint [Docket No. 96 (sealed); Docket No. 96-1 (public redacted)].
- Kingfisher Defendants' Emergency Request For Scheduling Conference On Plaintiffs' Emergency Motion For Leave To File Second Amended Complaint [Docket No. 99].
- Transcript of November 6, 2019, Status Conference [Docket No. 105].
- Kingfisher Defendants' Objection To Plaintiffs' Emergency Motion For Leave To File Second Amended Complaint [Docket No. 116 (public redacted); Docket No. 117 (sealed)].
- Defendants' Reply In Support Of Their Motion To Amend [Docket No. 124 (sealed); Docket No. 126 (public redacted)]

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Dated: November 20, 2019.

By: /s/ John F. Higgins

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